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December 1, 2006

VIA ELECTRONIC SUBMISSION

Ms. Marlene H. Dortch Secretary Federal Communications Commission 445 12th St., SW, Room TWB-204 Washington, DC 20554

Re: Notice of Oral Ex Parte Communication
<u>In the Matter of Review of AT&T Inc. and BellSouth Corp.</u>
<u>Application</u>

For Consent to Transfer of Control, WC Docket No. 06-74

Dear Ms. Dortch:

On Thursday November 30, 2006, I had a telephone conversation with Daniel Gonzalez, Chief of Staff to Chairman Martin, to discuss issues related to the aforementioned proceeding. We discussed merger conditions previously proposed by other parties in this proceeding, specifically the proposal regarding special access and network neutrality. Our discussion was consistent with all of the filings made by AT&T and BellSouth in this proceeding.

One electronic copy of this Notice is being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Robert W. Zening.

Sincerely,

cc: Daniel Gonzalez